



NATIONWIDE BUILDING SOCIETY

(Incorporated in England and Wales under the Building Societies Act 1986, as amended)

U.S.\$25,000,000,000

European Note Programme (the Programme)

This supplement (the **Supplement**) to the base prospectus dated 28 September 2011, as supplemented by the supplements dated 27 October 2011, 16 November 2011 and 22 November 2011 (the base prospectus as so supplemented, the **Base Prospectus**), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the Programme established by Nationwide Building Society (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to (a) incorporate by reference certain financial information of the Issuer and (b) include a new '*Significant or Material Change*' statement.

Preliminary Results Announcement

On 23 May 2012, the Issuer published its preliminary results announcement (the **Preliminary Results Announcement**) for the financial year ended 4 April 2012. A copy of the Preliminary Results Announcement has been filed with the Financial Services Authority and, by virtue of this Supplement, the Preliminary Results Announcement is incorporated in, and forms part of, the Base Prospectus.

At page 22 of the Preliminary Results Announcement, references are made to certain credit ratings assigned to the Issuer by Moody's, S&P, Fitch and DBRS. As at the date of this Supplement, each of Moody's, S&P and Fitch is established in the European Union and registered under the CRA Regulation. DBRS is not established in the European Union and has not applied for registration under the CRA Regulation, but its ratings are expected to be endorsed by DBRS Ratings Limited, which is established in the European Union and registered under the CRA Regulation. Each of Moody's, S&P, Fitch and DBRS Ratings Limited is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation. The European Securities Markets Authority has indicated that ratings issued in the United States which have been endorsed by DBRS Ratings Limited may be used in the EU by the relevant market participants.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the principal office of the Issuer and the specified offices of the Paying Agents for the time being in London and Luxembourg as set out in the Base Prospectus.

General Information

There has been no significant change in the financial or trading position of the Issuer or the Group since 4 April 2012 and no material adverse change in the financial or trading position or prospects of the Issuer or the Group since 4 April 2011.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

The date of this Supplement is 24 May 2012.